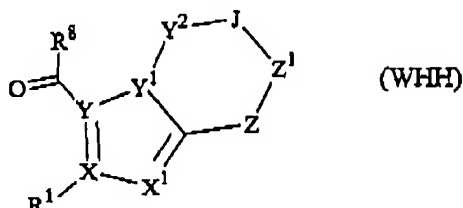


Amendments to the Claims

1. (Currently Amended) A compound of Formula (WHH)

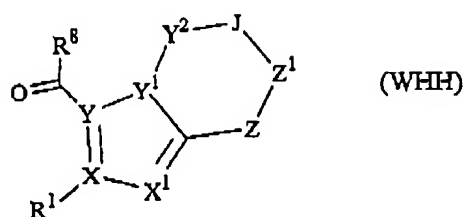


wherein

- R^1 is H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} thioalkyl, cyano, halo, C_{3-7} cycloalkyl, $-C_{1-6}$ alkylene- C_{3-7} cycloalkyl, C_{2-6} alkenyl or C_{3-6} alkynyl;
- R^8 is $O-C_{1-4}$ alkyl, $-N(CH_3)(OCH_3)$ or other suitable leaving group;
- X is C;
- Y is C;
- X^1 is N;
- Y^1 is N;
- Y^2 is CH_2 ;
- J is CH_2 or a bond;
- Z^1 is CH_2 or $C(O)$; and
- Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different ~~substituents~~ substituents selected from the group consisting of C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-6} thioalkyl, C_{1-4} haloalkyl, halogen, $N(C_{1-4}alkyl)_2$ and CN.

2. (Currently Amended) A process for preparing a compound of Formula (WHH)

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wherein

R^1 is H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} thioalkyl, cyano, halo, C_{3-7} cycloalkyl, $-C_{1-6}$ alkylene- C_{3-7} cycloalkyl, C_{2-6} alkenyl or C_{3-6} alkynyl;

R^8 is $O-C_{1-4}$ alkyl, $-N(CH_3)(OCH_3)$ or other suitable leaving group;

X is C;

Y is C;

X^1 is N;

Y^1 is N;

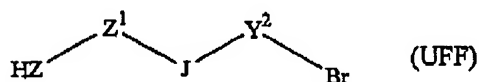
Y^2 is CH_2 ;

J is CH_2 or a bond;

Z^1 is CH_2 or $C(O)$; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents substituents selected from the group consisting of C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-6} thioalkyl, C_{1-4} haloalkyl, halogen, $N(C_1-C_4alkyl)_2$ and CN;

comprising reacting a compound of Formula (UFF)

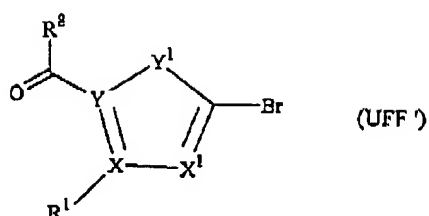


wherein

Z, Z^1 , J and Y^2 are defined as for Formula (WHH);

with a compound of Formula (UFF')

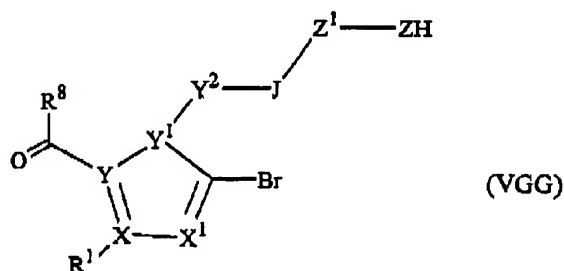
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wherein

R^1 , R^8 , X, Y, X' and Y' are defined as for Formula (WHH);

in the presence of a suitable base and polar aprotic solvent to yield a compound of Formula (VGG)

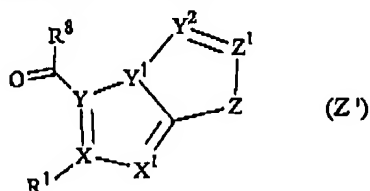


wherein

R^1 , R^8 , X, Y, X' , Y' , Y^2 , J, Z^1 and Z are defined as for Formula (WHH);

and reacting said compound of Formula (VGG) with a high-boiling point polar aprotic solvent and a suitable silver salt under suitably high temperature.

3. (Currently Amended) A compound of Formula (Z')



wherein

R^1 is H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} thioalkyl, cyano, halo, C_{3-7} cycloalkyl, $-C_{1-6}$ alkylene- C_{3-7} cycloalkyl, C_{2-6} alkenyl or C_{3-6} alkynyl;

R^8 is O- C_{1-4} alkyl, -N(CH₃)(OCH₃) or other suitable leaving group;

X is C;

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Y is C;

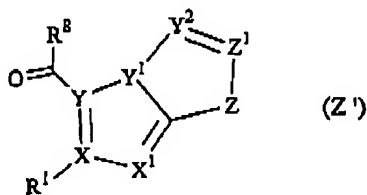
X¹ is N;Y¹ is N;Y² is CH or CR⁵;

R⁵ is selected from the group consisting of -CN, -C₁₋₄alk(en)ylene-CN, halo, C₁₋₆alkyl, C₂₋₆alkenyl, C₃₋₆alkynyl, C₁₋₆haloalkyl, aryl, -C₁₋₄alk(en)ylene-aryl, -C₁₋₄alk(en)ylene-heterocyclo, heterocyclo, -C₁₋₄alk(en)ylene-amino, -C₁₋₄alkylene-amino-C₁₋₄alkyl, aryl-amino, -amino-(C₁₋₆alk(en)yl)₁₋₂, -amino-aryl, -amino-heterocyclo, C₁₋₆alkoxy, -O-aryl and -O-heterocyclo;

Z¹ is C(O); and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different ~~substituents~~ substituents selected from the group consisting of C₁₋₄alkyl, C₁₋₄alkoxy, C₁₋₆thioalkyl, C₁₋₄haloalkyl, halogen, N(C₁₋₄alkyl)₂ and CN.

4. (Currently Amended) A process for preparing a compound of Formula (Z')



wherein

R¹ is H, C₁₋₆alkyl, C₁₋₆haloalkyl, C₁₋₆alkoxy, C₁₋₆thioalkyl, cyano, halo, C₃₋₇cycloalkyl, -C₁₋₆alkylene-C₃₋₇cycloalkyl, C₂₋₆alkenyl or C₃₋₆alkynyl;

R⁸ is O-C₁₋₄alkyl, -N(CH₃)(OCH₃) or other suitable leaving group;

X is C;

Y is C;

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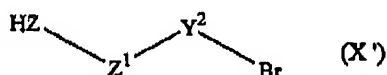
 X^1 is N; Y^1 is N; Y^2 is CH or CR^5 ;

R^5 is selected from the group consisting of -CN, - C_{1-4} alk(en)ylene-CN, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-6} alkynyl, C_{1-6} haloalkyl, aryl, - C_{1-4} alk(en)ylene-aryl, - C_{1-4} alk(en)ylene-heterocyclo, heterocyclo, - C_{1-4} alk(en)ylene-amino, - C_{1-4} alkylene-amino- C_{1-4} alkyl, aryl-amino, -amino-(C_{1-6} alk(en)yl)₁₋₂, -amino-aryl, -amino-heterocyclo, C_{1-6} alkoxy, -O-aryl and -O-heterocyclo;

 Z^1 is C(O); and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different ~~substituents~~ substituents selected from the group consisting of C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-6} thioalkyl, C_{1-4} haloalkyl, halogen, $N(C_{1-4}alkyl)_2$ and CN;

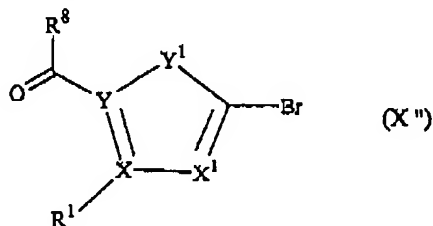
comprising reacting a compound of Formula (X')



wherein

 Z , Z^1 and Y^2 are defined as for Formula (Z');

with a compound of Formula (UFF')

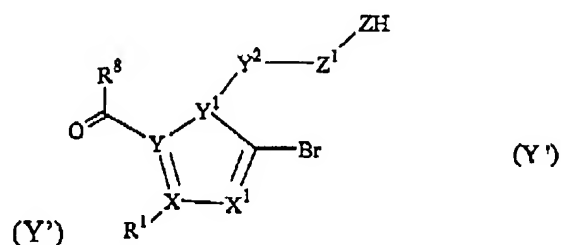


wherein

 R^1 , R^8 , X, Y, X^1 and Y^1 are defined as for Formula (Z');

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in the presence of a suitable base and polar aprotic solvent to yield a compound of Formula

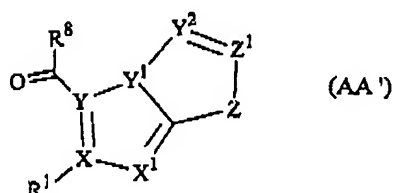


wherein

R^1 , R^8 , X, Y, X^1 , Y^1 , Y^2 , Z^1 and Z are defined as for Formula (Z');

and reacting said compound of Formula (Y') with a high-boiling point polar aprotic solvent and a suitable silver salt under suitably high temperature.

5. (Currently Amended) A compound of Formula (AA')



wherein

R^1 is H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} thioalkyl, cyano, halo, C_{3-7} cycloalkyl, $-C_{1-6}$ alkylene- C_{3-7} cycloalkyl, C_{2-6} alkenyl or C_{3-6} alkynyl;

R^8 is O- C_{1-4} alkyl, $-N(CH_3)(OCH_3)$ or other suitable leaving group;

X is C;

Y is C;

X^1 is N;

Y^1 is N;

Y^2 is CH or CR^5 ;

R^5 is selected from the group consisting of -CN, $-C_{1-4}alk(en)ylene-CN$, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-6} alkynyl, C_{1-6} haloalkyl, aryl, $-C_{1-4}$.

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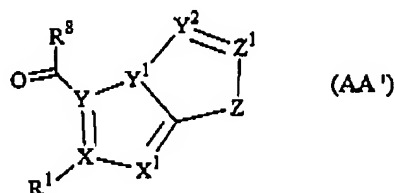
alk(en)ylene-aryl, -C₁₋₄alk(en)ylene-heterocyclo, heterocyclo,
 -C₁₋₄alk(en)ylene- amino, -C₁₋₄alkylene-amino-C₁₋₄alkyl, aryl-
 amino, -amino-(C₁₋₆alk(en)yl)₁₋₂, -amino-aryl, -amino-heterocyclo,
 C₁₋₆alkoxy, -O-aryl and -O-heterocyclo;

Z¹ is CR⁷;

wherein R⁷ is chloro or bromo; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents selected from the group consisting of C₁₋₄alkyl, C₁₋₄alkoxy, C₁₋₆thioalkyl, C₁₋₄haloalkyl, halogen, N(C₁₋₄alkyl)₂ and CN.

6. (Currently Amended) A process for preparing a compound of Formula (AA')



wherein

R¹ is H, C₁₋₆alkyl, C₁₋₆haloalkyl, C₁₋₆alkoxy, C₁₋₆thioalkyl, cyano, halo, C₃₋₇cycloalkyl, -C₁₋₆alkylene-C₃₋₇cycloalkyl, C₂₋₆alkenyl or C₃₋₆alkynyl;

R⁸ is O-C₁₋₄alkyl, -N(CH₃)(OCH₃) or other suitable leaving group;

X is C;

Y is C;

X¹ is N;

Y¹ is N;

Y² is CH or CR⁵;

R⁵ is selected from the group consisting of -CN, -C₁₋₄alk(en)ylene-CN, halo, C₁₋₆alkyl, C₂₋₆alkenyl, C₃₋₆alkynyl, C₁₋₆haloalkyl, aryl, -C₁₋₄alk(en)ylene-aryl, -C₁₋₄alk(en)ylene-heterocyclo, heterocyclo,

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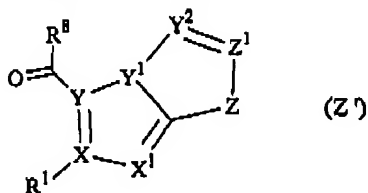
-C₁₋₄alk(en)ylene- amino, -C₁₋₄alkylene-amino-C₁₋₄alkyl, aryl-
amino, -amino-(C₁₋₆alk(en)yl)_{1,2}, -amino-aryl, -amino-heterocyclo,
C₁₋₆alkoxy, -O-aryl and -O-heterocyclo;

Z¹ is CR⁷;

wherein R⁷ is chloro or bromo; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three
of the same or different ~~substitutents~~ substituents selected from the group
consisting of C₁₋₄alkyl, C₁₋₄alkoxy, C₁₋₆thioalkyl, C₁₋₄haloalkyl, halogen,
N(C₁-C₄alkyl)₂ and CN;

comprising reacting a compound of Formula (Z')



wherein

R¹, R⁸, X, Y, X¹, Y¹, Y², and Z are defined as for Formula (AA'); and

Z¹ is C(O);

with phosphoryl trichloride or phosphoryl tribromide, neat or with a suitable solvent and without
a base or with a suitable base.